

Document Number Only

1199 000000423

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

800002810708--6

-03/18/99--01063--021

\*\*\*285.00 \*\*\*285.00

800002810708--6

-03/19/99--01036--005

\*\*\*1188.75 \*\*\*1188.75

RECEIVED

50:11:05

CT CORPORATION

BCP / Graham Holdings L.L.C.

☐ Profit

☒ NonProfit

☒ Limited Liability Co.

☒ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Merger

☐ Mark

☐ Other UCC Filing

☐ Change of R.A.

☐ Fic. Name

☐ CUS

☐ After 4:30

☒ Pick Up

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W.P. Verifier

PLEASE RETURN EXTRA COPIES

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TO

JEFFREY D. BUTTERFIELD

3/18



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 19, 1999

CT CORP.

SUBJECT: BCP/GRAHAM HOLDINGS L.L.C.  
Ref. Number: W99000006568

We have received your document for BCP/GRAHAM HOLDINGS L.L.C. and your check(s) totaling \$1473.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 099A00013563

ATTN: Tammi Cline  
please Recheck  
Thank you!

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99 MAR 18 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 MAR 23 AM 11:10  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 18, 1999

CT CORP.

SUBJECT: BCP/GRAHAM HOLDINGS L.L.C.  
Ref. Number: W99000006568

We have received your document for BCP/GRAHAM HOLDINGS L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$ 1188.75.

The document must have original signatures.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 999A00013470

ATTN: Tammi Cline  
please acknowledge  
Thank you!

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

09 MAR 18 PM 5:00

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DIVISION OF CORPORATION

99 MAR 18 PM 4:20

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# APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. BCP/Graham Holdings L.L.C.  
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)
2. Delaware 3. \_\_\_\_\_  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. December 12, 1997 5. 2043  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. February 2, 1998  
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. c/o The Blackstone Group, L.P., 345 Park Avenue  
New York, N.Y. 10154  
(Street address of principal office)
8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
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<u>BMP/Graham Holdings</u> <u>Member</u>	_____		_____
<u>Corporation</u>	_____		_____
<u>c/o The Blackstone Group, L.P.</u>	_____		_____
<u>345 Park Avenue</u>	_____		_____
<u>New York, NY 10154</u>	_____		_____
_____	_____		_____
_____	_____		_____
_____	_____		_____
_____	_____		_____
_____	_____		_____
_____	_____		_____

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99 MAR 18 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

# AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of BCP/Graham  
Holdings L.L.C. certifies:

- 1) the above named limited liability company has <sup>one</sup>~~25,000~~ members;
- 2) the total amount of cash contributed by the member(s) is \$ 9,800,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ \_\_\_\_\_;  
(A description of the property is attached and made a part hereto.)  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$ 9,800,000.  
(This total includes amounts from 2 and 3 above.)

By: BMP/Graham Holdings Corporation

By: 

Signature of a member or authorized representative of a member.

(In accordance with section 605.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Simon Lonergan

Typed or printed name of signer

Title: Vice President

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99 MAR 18 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Filing Fee: \$250.00 for Application and Affidavit**

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

BCP/Graham Holdings L.L.C.

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

CT Corporation System

Jonathan R. Giddings  
Assistant Secretary

(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**

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99 MAR 18 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BCP/GRAHAM HOLDINGS L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF MARCH, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2832785 8300

991100714

AUTHENTICATION: 9629764

DATE: 03-16-99